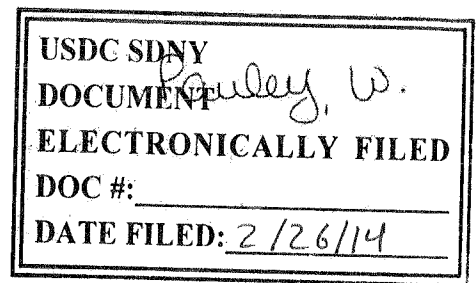


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



IN RE SMITH BARNEY TRANSFER AGENT
LITIGATION

No. 05 Civ.7583 (WHP)

**~~PROPOSED~~ ORDER FOR DISBURSEMENT OF FUNDS RELATED TO
NOTICE AND ADMINISTRATION OF SETTLEMENT**

WHEREAS, the Court entered an order on October 7, 2013 preliminarily Approving Settlement and Providing for Notice ("Preliminary Approval Order") with respect to the Amended Stipulation of Settlement, dated, August 8, 2013, as further amended by letter agreement on September 24, 2013 (collectively the "Stipulation"); and

WHEREAS, the Preliminary Approval Order, among other things, set a schedule for the dissemination of Notice by mail, publication and internet; set a deadline for class members seeking exclusion from the certified class, set a deadline for class members objecting to the proposed settlement and any application for attorneys' fees, Litigation Expenses, Plaintiffs' Expenses and set a date for a final hearing;

WHEREAS Defendants does not object to Plaintiffs' application; and

WHEREAS, the Plaintiffs are seeking additional time to continue to disseminate Notice to Class Members, and to provide extension to the other relevant deadlines with respect to the settlement process, and good cause for the additional time being shown;

IT IS HEREBY ORDERED THAT:

1. Plaintiffs and the Court appointed Class Administrator shall continue their best efforts to provide one of the approved forms of Notice to potential class members as soon as possible and shall revise the dates on such notices consistent with this Order;
2. The last date for Class Members to submit a request to exclude themselves from the class is extended to May 30, 2014;
3. The last date for Class Members to file an objection to the proposed settlement or any application for attorneys' fees, Litigation Expenses or Plaintiffs' Expenses is extended to May 30, 2014;
4. The last date for Lead Plaintiff to serve and file declaration(s)/affidavit(s) attesting to the dissemination of notice in accordance with the Preliminary Approval Order as amended by this Order is extended to September 10, 2014;
5. The last date for Plaintiffs to submit a report containing a summary of the valid claims submitted and the allocation calculations made in conjunction with the Plan of Allocation is extended to September October 6, 2014;
6. The last date for Lead Counsel serve and file papers in support of the settlement , the Plan of Allocation, and Lead Counsel's motion for an award of attorneys' fees and reimbursement of Litigation Expenses and and Plaintiffs' expenses is extended to September 8, 2014. The last date to serve and file opposing papers is extended to and including September 22, 2014. The last date to serve and file reply papers is extended to October 6, 2014;

7. The hearing regarding final approval of the settlement, approval of the Plan of Allocation, applications for attorneys' fees, Litigation Expenses and Plaintiffs' Expenses shall be adjourned from June 13, 2014 to October 20, 2014, 20014 at ^{11:30}~~a.m~~/p.m. (or at such later date that may be convenient for the Court ; and

IT IS HEREBY ORDERED that the Preliminary Approval Order is not amended other than as set forth above.

Dated: 2/26/14


WILLIAM A PAULEY III
UNITED STATES DISTRICT JUDGE